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FILE NO: 85379-139

September 20, 2004

**Via Fax**

Mr. Christopher H.M. Carter  
Hinckley Allen Snyder LLP  
43 North Main Street  
Concord, New Hampshire 03301-4934

Re: William J. Murray v. TXU Corp., *et al.* – Deposition of American National Power, Inc.

Dear Chris:

Set forth below is a proposal to resolve the dispute regarding the deposition of, and document production, by American National Power, Inc. (ANP).

1. The pending motions: The parties will dismiss the pending motions relating to Defendants' first subpoena duces tecum.
2. The new subpoena duces tecum: Defendants will serve its new subpoena duces tecum on ANP by delivering a copy to you. ANP will respond to the subpoena within seven days, interjecting, in good faith, the objections we have discussed, will produce the documents responsive to the production requests to which no objections have been interposed at least four days before its deposition, will identify each document withheld from production on a log identifying the document's date, author(s), addressee(s), other recipient(s), type, general subject matter, and reason(s) for its withholding, and will appear for deposition on the subject matters to which no objections have been interposed at your office on a mutually agreeable day in early October. If ANP has no representative(s) who can testify about a matter, it will identify its former employee(s) with such knowledge and his or her last known address and telephone number. Defendants will not file a motion to compel before the deposition, but may file one after it, if they believe ANP has improperly withheld documents or information. Defendants will not seek costs or expenses in connection with such a motion.
3. The confidentiality agreement: Our clients will enter into a mutually acceptable confidentiality agreement.

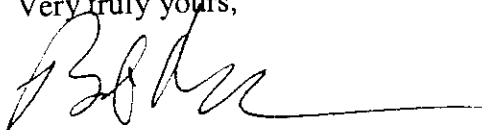
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4. Reimbursement to ANP: Solely to resolve the dispute with ANP so we can promptly depose it and obtain its documents, and without admitting that its motion to compel is in any way improper, Defendants will reimburse ANP for \$2500 of its costs and expenses in connection with the pending motions.

Chris, I believe that this is a fair resolution to the dispute – it provides us with ANP's deposition and documents expeditiously, should eliminate the need for any further motion to compel, and provides ANP some compensation for its cooperation. I look forward to your prompt response.

Very truly yours,



Robert K. Wise

RKW/cag

cc: David Poole  
Patty Gill  
Anita Bapooji